

RECORDATION NO. 26277-8 FILED

MAR 31 '06

1-06 PM

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

March 31, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of March 31, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment and Assumption Agreement being filed with the Board concurrently herewith under Recordation Number _____.

The name and address of the party to the enclosed document are:

Lessor: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas TX 75207

[Lessee: J.M. Huber Corporation
2500 Windy Ridge Parkway
Atlanta GA 30339]

Mr. Vernon A. Williams
March 31, 2006
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A description of the railroad equipment covered by the enclosed document
is:

25 railcars TILX 5944 – TILX 5968.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement made and entered into on March 31, 2006 by Trinity Industries Leasing Company, a Delaware corporation (the "**Lessor**").

W I T N E S S E T H:

The Lessor and J.M. Huber Corporation, a New Jersey Corporation (the "**Lessee**") have entered into that certain Master Railroad Car Lease Agreement (the "**Lease Agreement**"), dated as of December 13, 2001, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad cars as listed on each Rider incorporated therein.

The Lessor and Lessee have executed Rider Three (3) to Railroad Car Lease Agreement, dated as of January 19, 2006, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

TRINITY INDUSTRIES LEASING
COMPANY

By: 

Name: Eric Marchetto
Title: Vice President

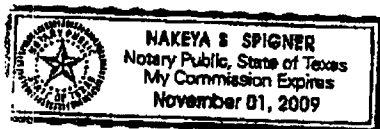
Executed on this 31 day of March, 2006

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 31 day of March 2006, before a Notary Public in and for said County and State, personally appeared Eric Marchetto, who being by me duly sworn, says that (s)he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on March 31, 2006 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Nakeya S. Spigner
Name: Nakeya S. Spigner
Notary Public



My Commission Expires: November 1, 2009
Residing in: Dallas, Texas

[Memorandum of Lease Agreement]

EXHIBIT A

Equipment: 5,660 cf pressure differential covered hopper cars
Quantity: Twenty Five (25) units
Road Numbers Prefix TILX: See Attachment 1

[Memorandum of Lease Agreement]

Attachment 1

5944	5949	5954	5959	5964
5945	5950	5955	5960	5965
5946	5951	5956	5961	5966
5947	5952	5957	5962	5967
5948	5953	5958	5963	5968

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

3/30/06



Robert W. Alvord